

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In Re:

W.R. GRACE & CO., *et al.*,¹
Reorganized Debtors.

Chapter 11

Case No. 01-01139 (KJC)
Jointly Administered

Hearing Date: October 14, 2014 at 10:00 a.m. (ET)
Objection Deadline: July 7, 2014 at 4:00 p.m. (ET)

Related Docket Nos. 32138, 32331

**CERTIFICATION OF COUNSEL REGARDING FINAL APPLICATION OF LUKINS &
ANNIS, P.S. FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES AS ZAI ADDITIONAL SPECIAL COUNSEL FOR THE PERIOD FROM
JULY 21, 2002 THROUGH DECEMBER 15, 2004**

On May 5, 2014, the undersigned filed the Final Application of Lukins & Annis, P.S. (“Lukins & Annis”) for Allowance of Compensation and Reimbursement of Expenses as ZAI Additional Special Counsel for the Period from July 21, 2002 through December 15, 2004 (Docket No. 32138; the “Final Fee Application”).

The Final Fee Application sought an award of final compensation for services rendered and expenses incurred in connection with Lukins & Annis’ services in these chapter 11 cases for the period from July 21, 2002 through December 15, 2004, in the aggregate amount of \$539,289.00 in fees and \$42,716.68 in expenses, for a total award of \$582,005.68 (collectively, the “Final Fees and Expenses”).

On July 22, 2014 Warren H. Smith & Associates, P.C. (the “Fee Auditor”) filed its Fee Auditor’s Final Report Regarding the Final Application of Lukins & Annis, P.S., for

¹ The Reorganized Debtors consist of the following 17 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co. – Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

Compensation for Services Rendered and Reimbursement of Expenses for the Period from July 2002 through December 15, 20014 (Docket No. 32331; the “Fee Auditor’s Final Report”). The Fee Auditor’s Final Report recommended final approval of the Final Fees and Expenses in the adjusted amount of \$537,639.00² in fees and \$42,716.68 in expenses, for a total award of \$580,355.68.

The undersigned further certifies that he has reviewed the docket in these cases and that no objection, or other responsive pleading, to the Final Fee Application appears thereon. The notice attached to the Final Fee Application set a deadline of July 7, 2014 at 4:00 p.m. (Eastern Time) for filing and service of objections to the Final Fee Application.

WHEREFORE, the undersigned respectfully requests that the Court enter the proposed order attached hereto as **Exhibit A** at the Court’s earliest convenience.

Dated: July 30, 2014
Wilmington, Delaware

Respectfully submitted,

PEPPER HAMILTON LLP

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Attorneys for Lukins & Annis, P.S.

² Pursuant to the Fee Auditor’s Final Report, Lukins & Annis, P.S. has agreed to reduce its fees by a total of \$1,649.00, which reduction is reflected in the total amount of fees set forth herein.